

# **Exhibit 2**

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

NICOLAS GOUREAU and )  
STEPHANIE MENKIN, individually and )  
derivatively on behalf of ML FASHION, )  
LLC, a Delaware limited liability )  
company, )

*Plaintiffs,* )

v. )

C.A. No. 2020-0486-MTZ

MARCUS LEMONIS, an individual, ML )  
RETAIL, LLC, a Delaware limited )  
liability company, MARCUS LEMONIS, )  
LLC, a Delaware limited liability )  
company, ROBERTA RAFFEL aka )  
Bobbi Lemonis, an individual, and MLG )  
RETAIL, LLC, a Delaware limited )  
liability company, )

*Defendants,* )

and )

ML FASHION, LLC, a Delaware limited )  
liability company, )

*Nominal Defendants.* )

**SUPPLEMENTAL DECLARATION OF MARCUS LEMONIS**

I, Marcus Lemonis, hereby declare, under penalty of perjury, as follows:

1. I am the Manager, Chairman, and CEO for ML Fashion, LLC (“ML Fashion”). I am over the age of twenty-one years, of sound mind, suffer no legal disabilities, and am fully competent in all respects to make this declaration. The

statements below are based on my personal knowledge, investigation, and review of ML Fashion's business.

2. I make this Supplemental Declaration in support of ML Retail, LLC; Marcus Lemonis, LLC; and MLG Retail, LLC's Opposition to Plaintiff's Motion to Expedite Proceedings and for Status Quo Order ("Motion"), and for such other and further relief as the Court deems just and proper.

3. I have worked as Manager of ML Fashion since being appointed upon its inception on or about March 29, 2016. Based on the positions I hold and have held, I am familiar with the general activities and day-to-day operations at ML Fashion. As the Manager, I have the full, exclusive and unilateral power and authority to make all decisions affecting the business and affairs of ML Fashion under Section 6.1(a) of the Company Agreement.

4. As set forth in my original Declaration, during my tenure as ML Fashion's Manager, I have repeatedly been required to address Plaintiffs' Stephanie Menkin ("Menkin") and Nicholas Goureau ("Goureau," collectively "Plaintiffs") gross mismanagement of ML Fashion for their personal benefit. Among other wrongful actions, Plaintiffs have misappropriated ML Fashion property to support their personal side businesses to the detriment of ML Fashion. Plaintiffs' misappropriation of ML Fashion property has blatantly continued to this very day.

5. After submitting my original Declaration on August 28, 2020, I became aware that Menkin and Goureau started a new fashion store called Nobelle, located at 85 Greenwich Avenue, Greenwich, Connecticut 06830. Nobelle opened for business on or about August 23, 2020, based on the date of the store's first social media post on Instagram. Attached as **Exhibit A** is a true and correct copy of the the Nobelle Instagram page, as of August 31, 2020. Attached as **Exhibit B** is a true and correct copy of the "Shopnobelle.com" Internet Web Page, as of August 31, 2020. Attached as **Exhibit C** is a true and correct copy of the Nobelle Facebook page, as of August 31, 2020. Attached as **Exhibit D** are additional images showing what Menkin and Goureau are selling in Nobelle.

6. As demonstrated by these exhibits, Menkin openly boasts of owning and running Nobelle in violation of her legal obligations to ML Fashion. Moreover, Goureau has used ML Fashion computers to set up computer software accounts on Nobelle's behalf at the retail location it is using in Greenwich, Connecticut.

7. Nobelle's retail location at 85 Greenwich Avenue, Greenwich Connecticut, is a former ML Fashion storefront which Menkin and Goureau are using without permission from ML Fashion.

8. I am personally familiar with the fixtures, furniture, and equipment ("FFE") that belong to ML Fashion. Based on the pictures in Nobelle's social media

postings and elsewhere, the FFE that Nobelle is using in ML Fashion's retail space to sell its products belong to ML Fashion. *See* Exs. A-D.

9. In addition to illicitly operating Nobelle out of ML Fashion's retail space, Menkin and Goureau are also promoting ML Fashion's inventory as Nobelle's property via its social media postings. I am personally familiar with the inventory, brands, and products that ML Fashion sells. Nobelle's social media accounts contain pictures showing Nobelle offering for sale ML Fashion's inventory, private brands, and products. *See* Exs. A-D.

10. In addition to being the property of ML Fashion, the inventory and fixtures that Menkin and Goureau have misappropriated are collateral for the loans made to ML Fashion by ML Retail. Menkin and Goureau have taken this collateral without authority of ML Fashion and in violation of the credit and security agreements between ML Fashion and ML Retail.

11. Menkin and Goureau's conduct has caused and is causing irreparable injury to Defendants, including the loss of a unique retail property in Greenwich, damage to ML Fashion's brands and businesses by Menkin and Goureau's operation of a competing business; harm to Defendants' reputation and goodwill; and the prospect that ML Fashion will be unable to perform under the Credit and Security Agreement, jeopardizing the employment of ML Fashion's 33 employees.. Menkin and Goureau's conduct will continue to damage Defendants and to deceive the

public in a manner that is not compensable by money damages. Defendants have no adequate remedy at law with respect to Plaintiffs' acts of false advertising.

12. Plaintiffs' ongoing and continued misappropriation of ML Fashion assets reveals that, though self-portrayed as victims, Plaintiffs are the real perpetrators, as they have made payments from ML Fashion to their mother without consent of ML Fashion, shipped products and fixtures to their individual homes, paid personal staff with ML Fashion funds, and reimbursed their personal expenses with ML Fashion funds.

Pursuant to 10 Del C. § 3927, I state under penalty of perjury under the laws of the State of Delaware that the above is true and correct.

Executed this 31 th day of August, 2020.



Marcus Lemons

# Exhibit A



Instagram



shopnobile

Follow



9 posts

90 followers

12 following

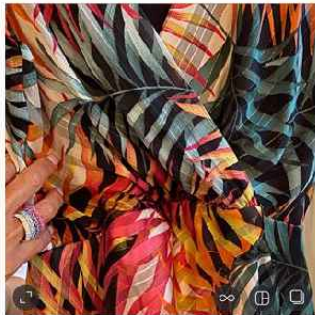
NOBELLE

Sara & Stephanie pool together their 25+ yrs of Styling and Retail background to bring you a new realm of customer experience. Stay tuned for details!

[www.shopnobile.com](http://www.shopnobile.com)

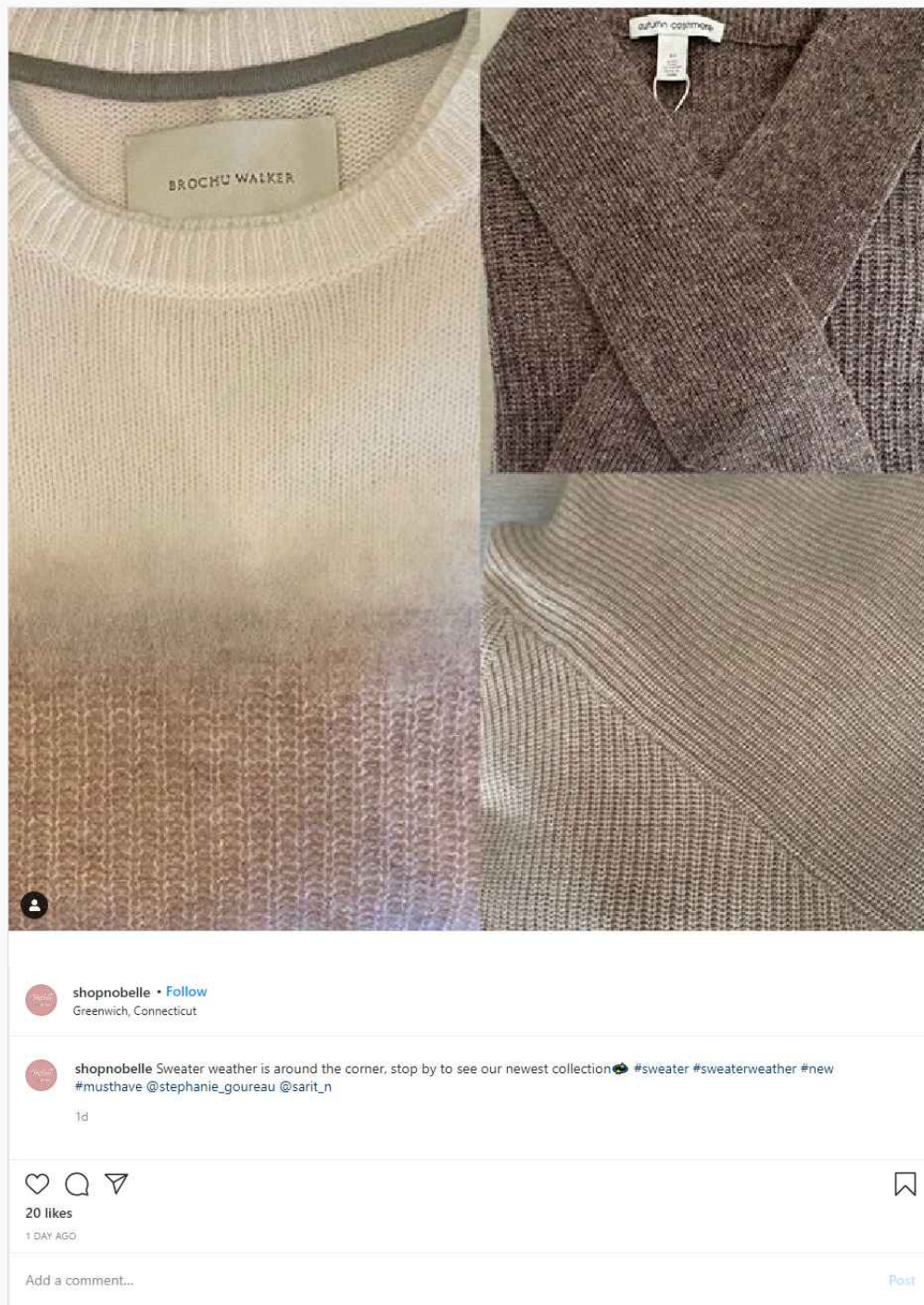
POSTS

TAGGED



[ABOUT](#) [HELP](#) [PRESS](#) [API](#) [JOBS](#) [PRIVACY](#) [TERMS](#) [LOCATIONS](#) [TOP ACCOUNTS](#) [HASHTAGS](#) [LANGUAGE](#)

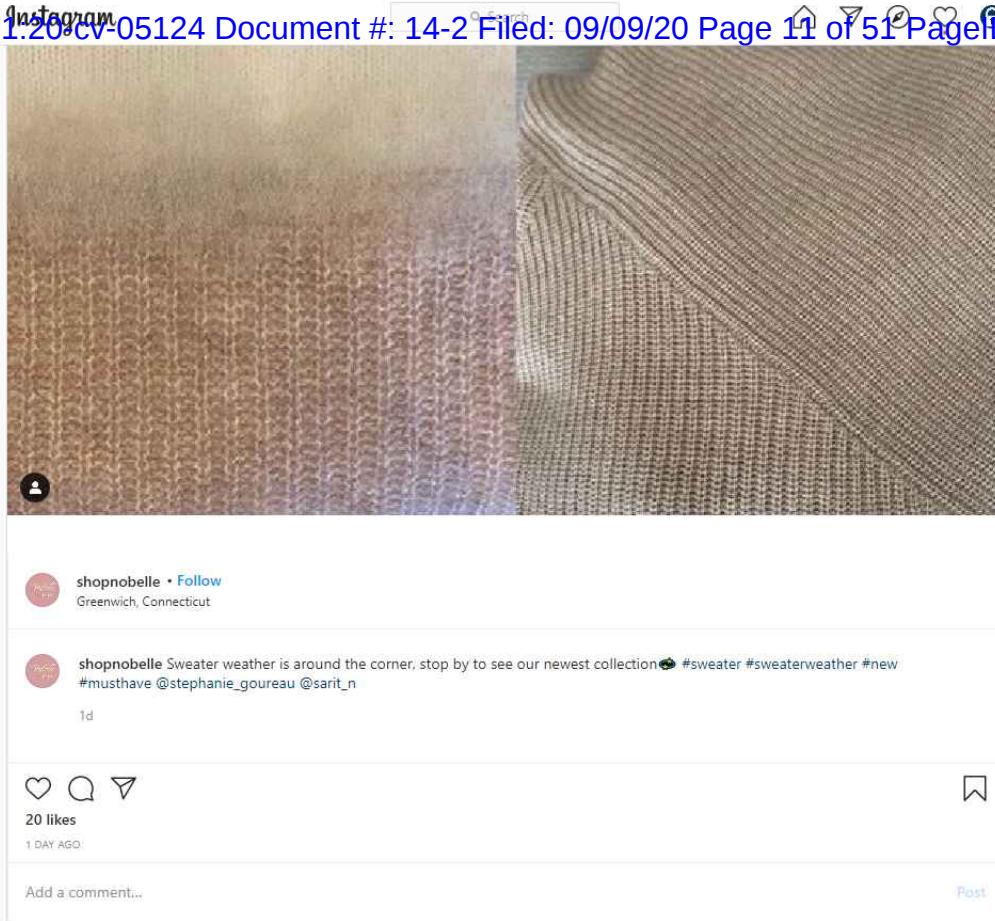
© 2020 INSTAGRAM FROM FACEBOOK



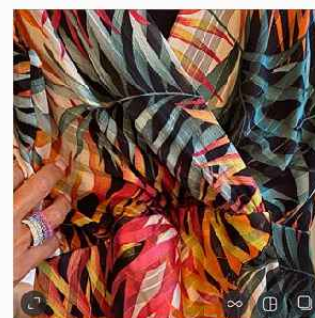
More posts from shopnobile

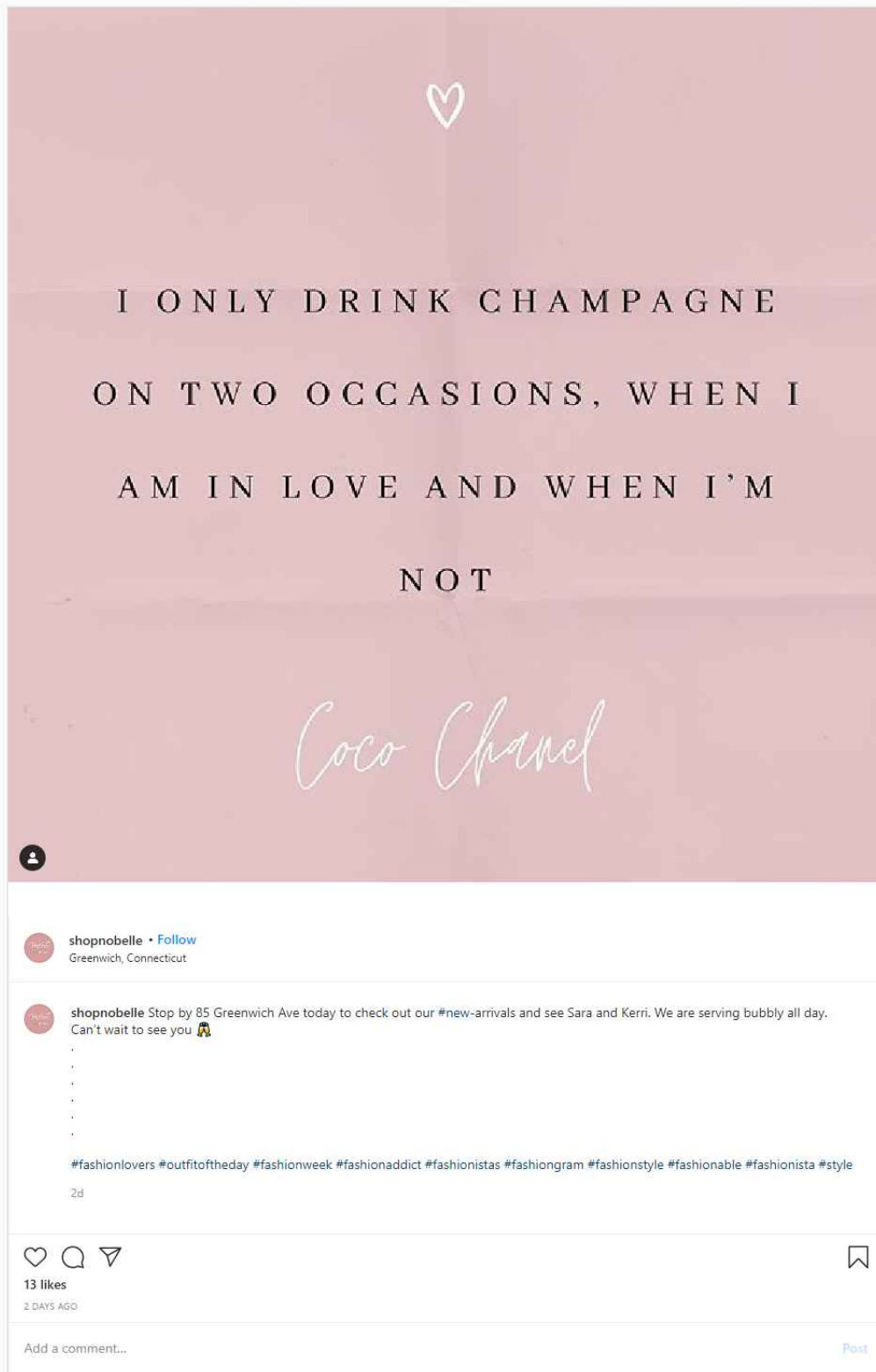






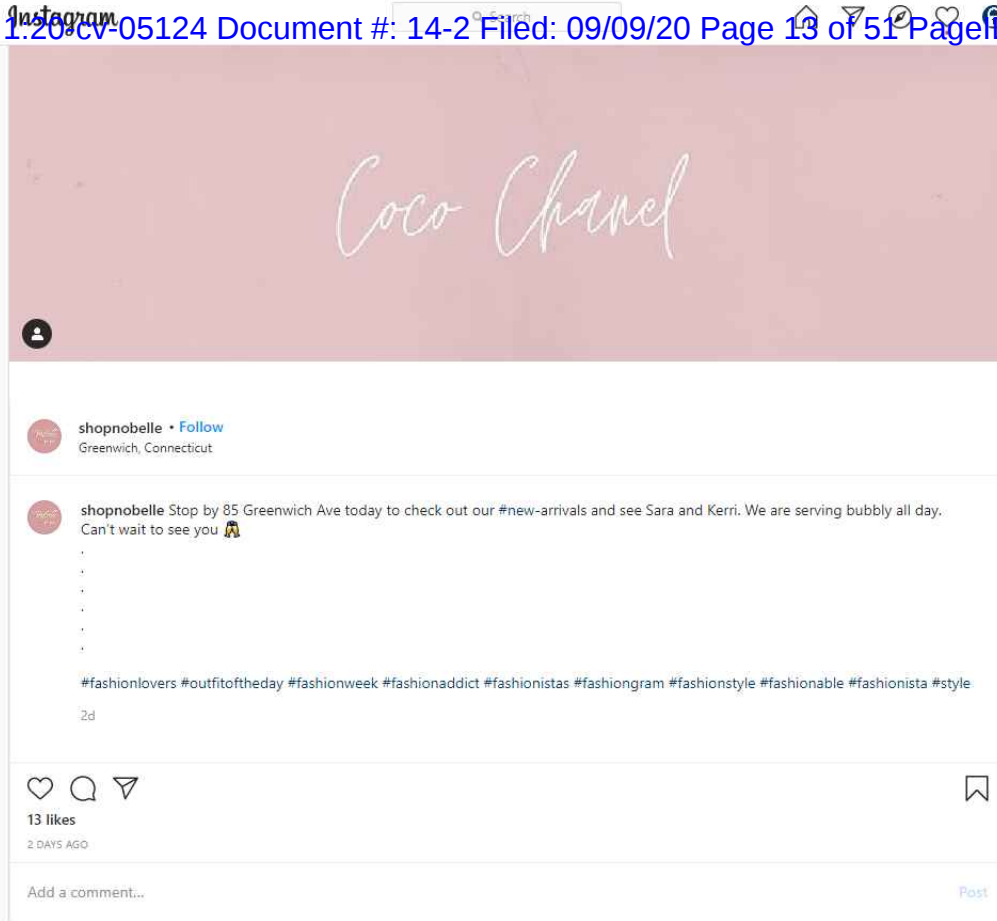
More posts from shopnobile



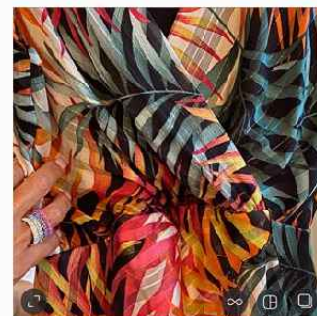


More posts from shopnobelle

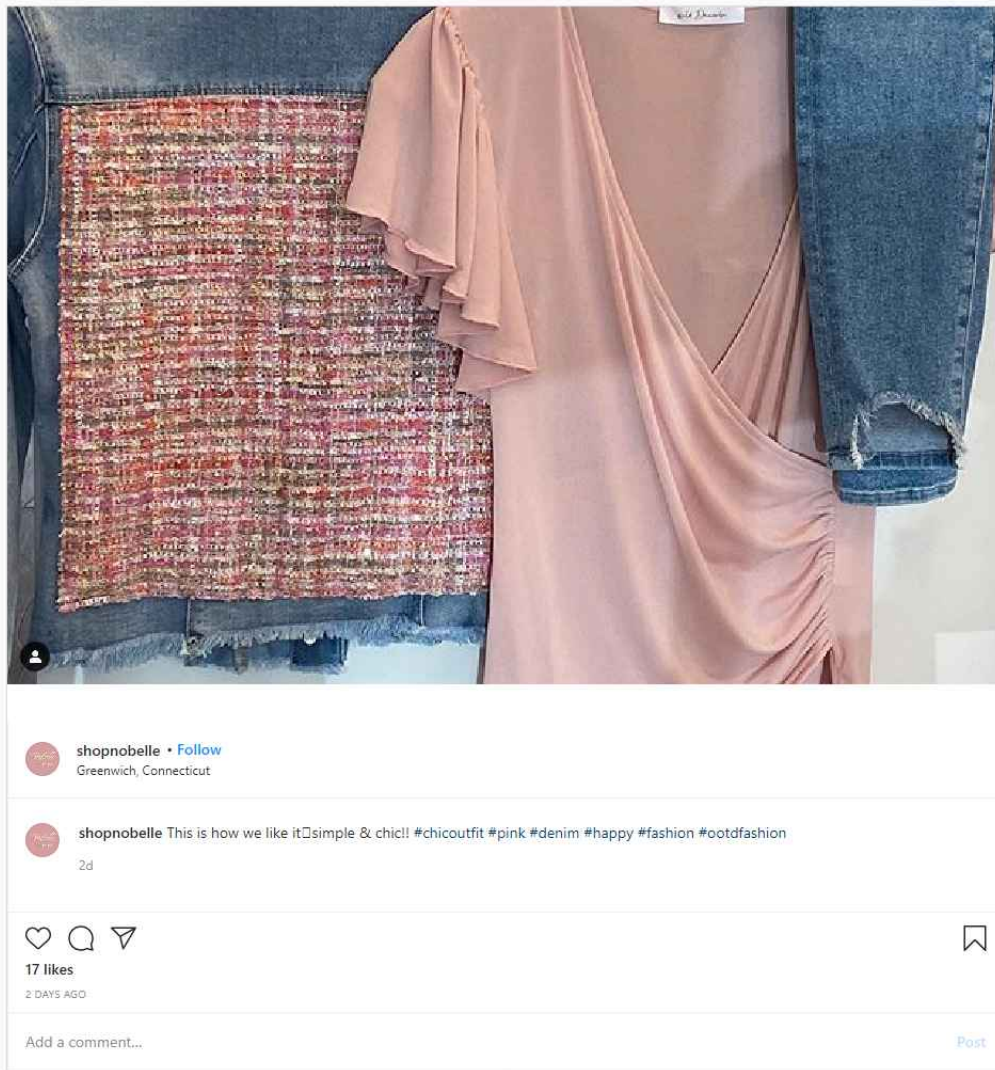




More posts from shopnobile

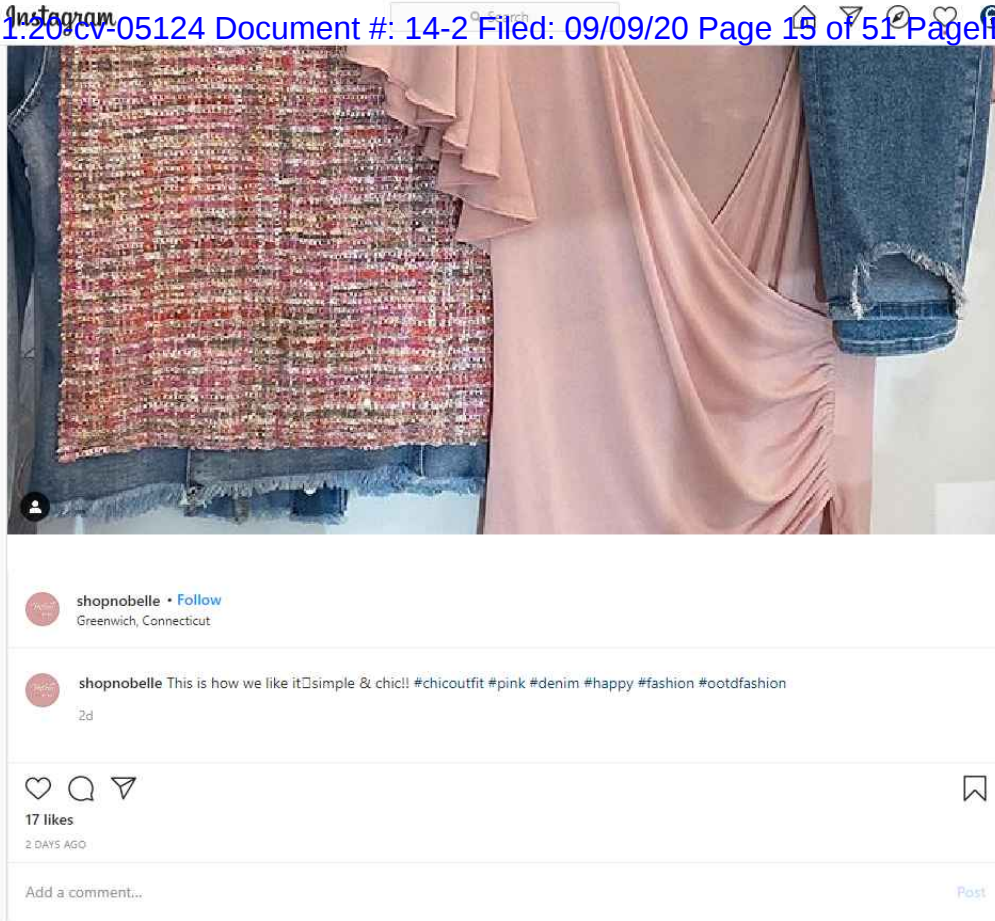




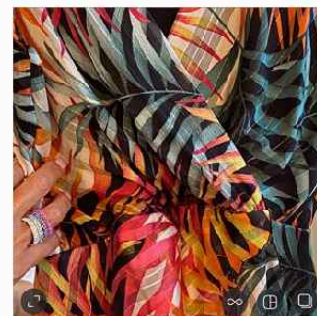


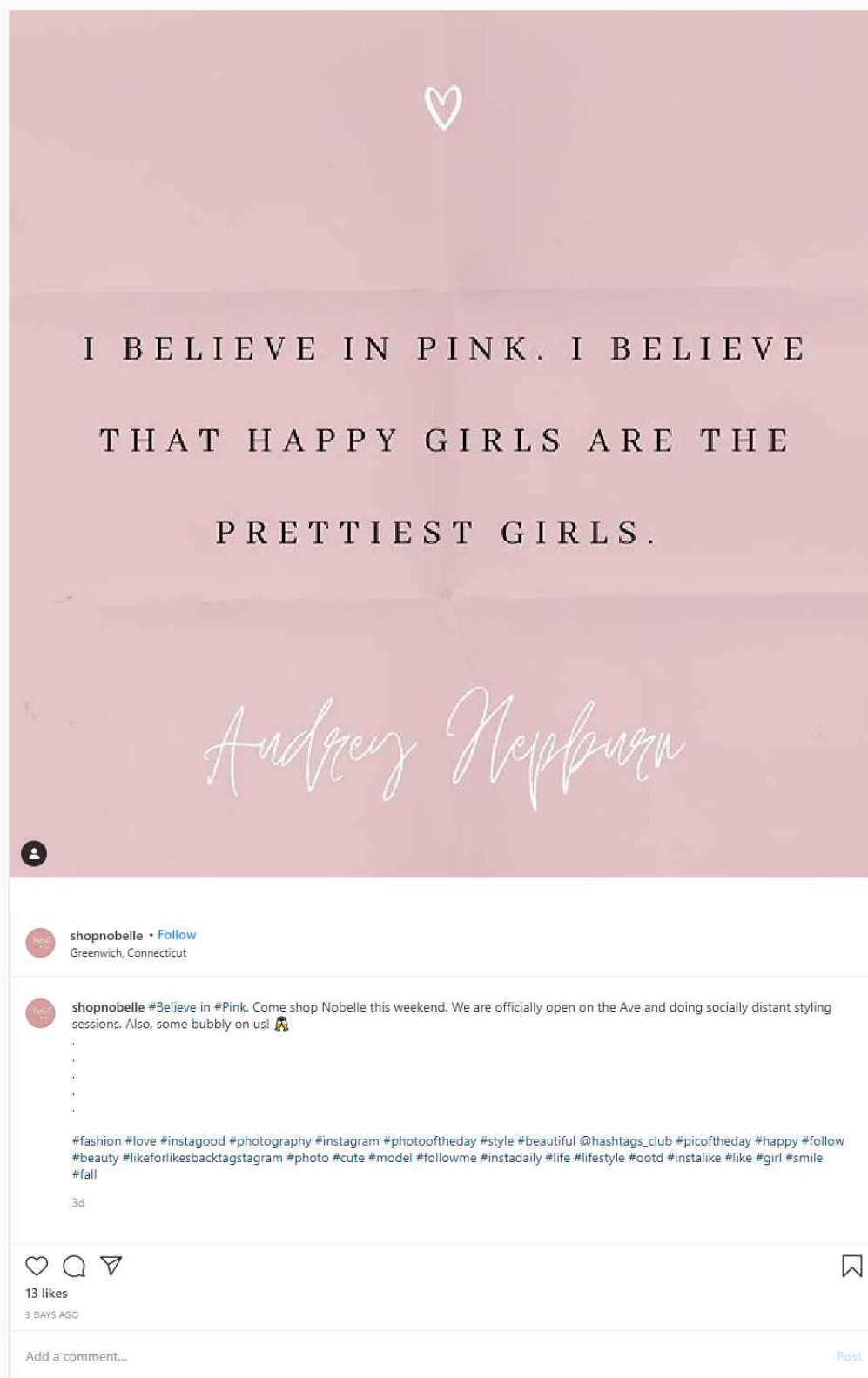
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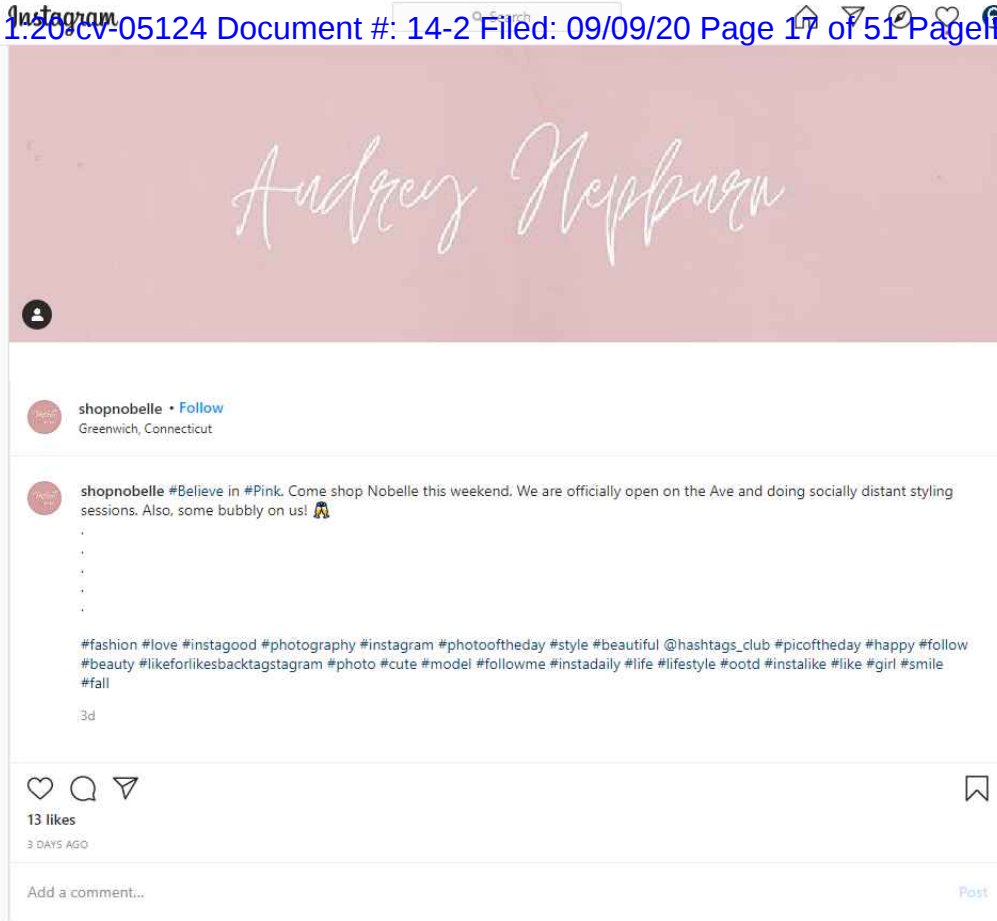
More posts from shopnabelle



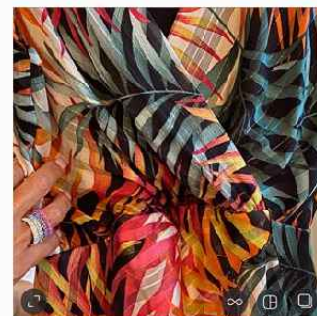


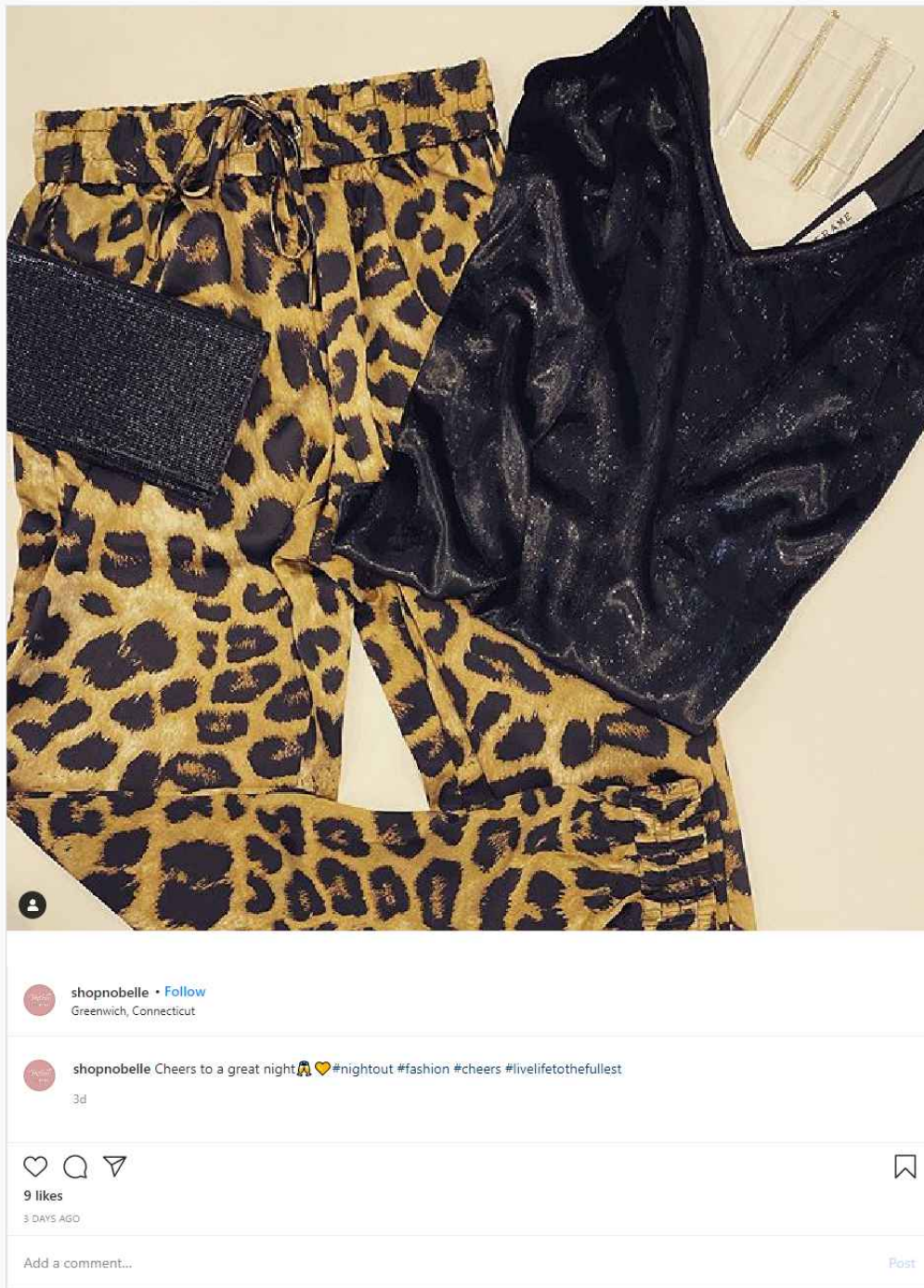
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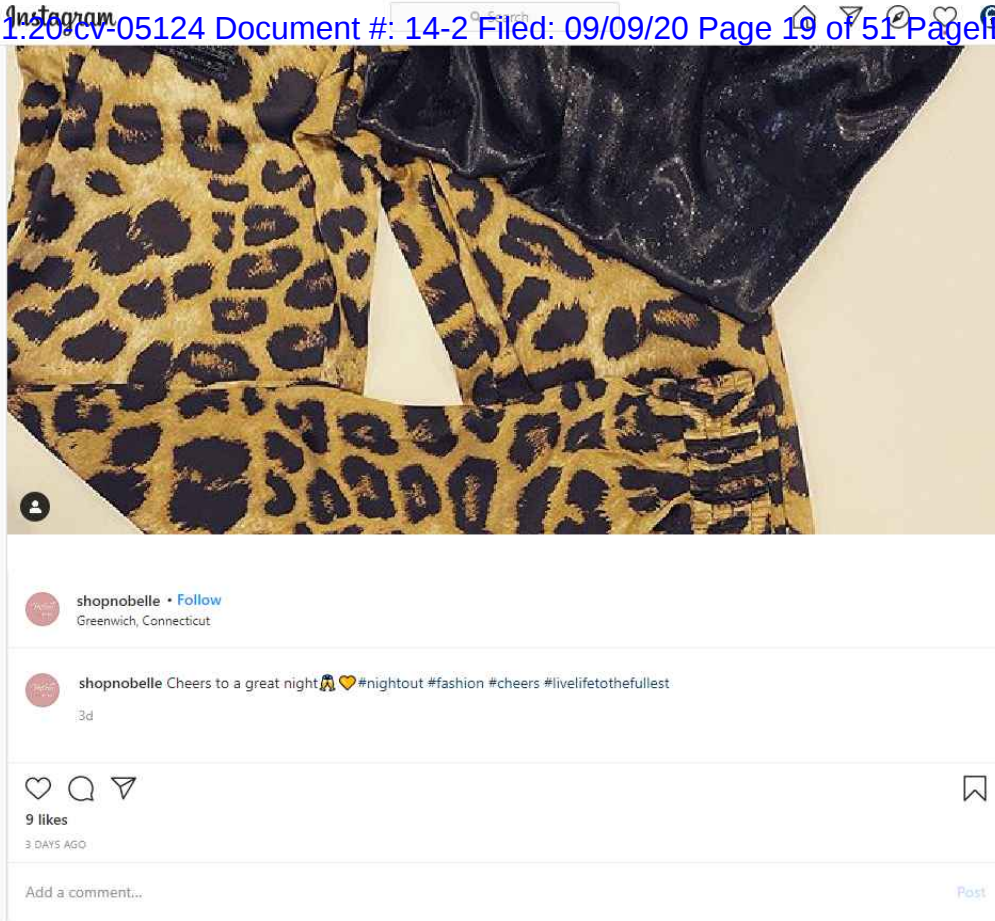




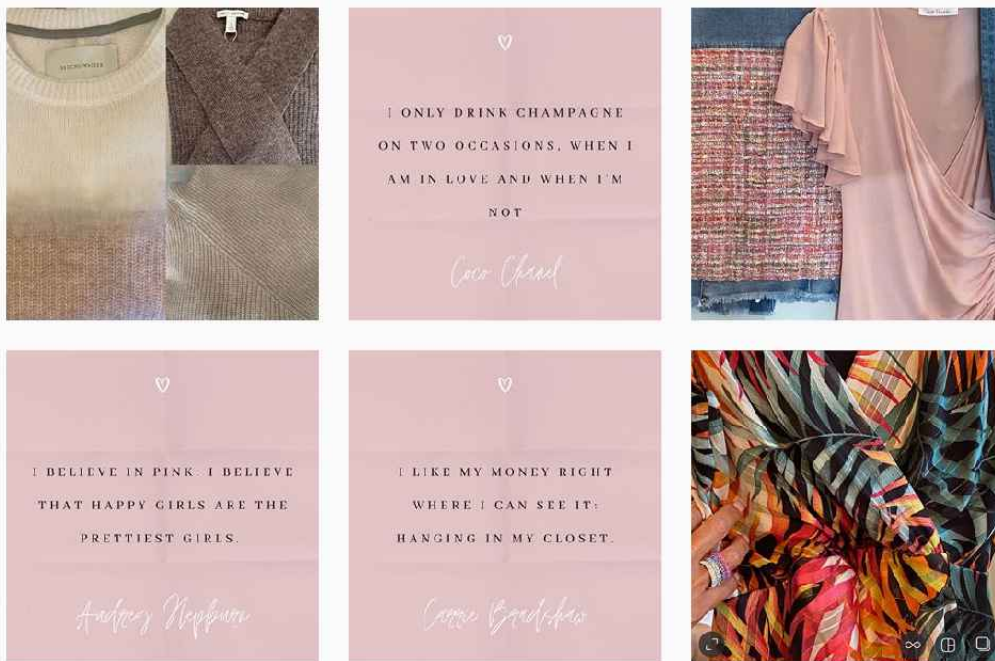
More posts from shopnobile

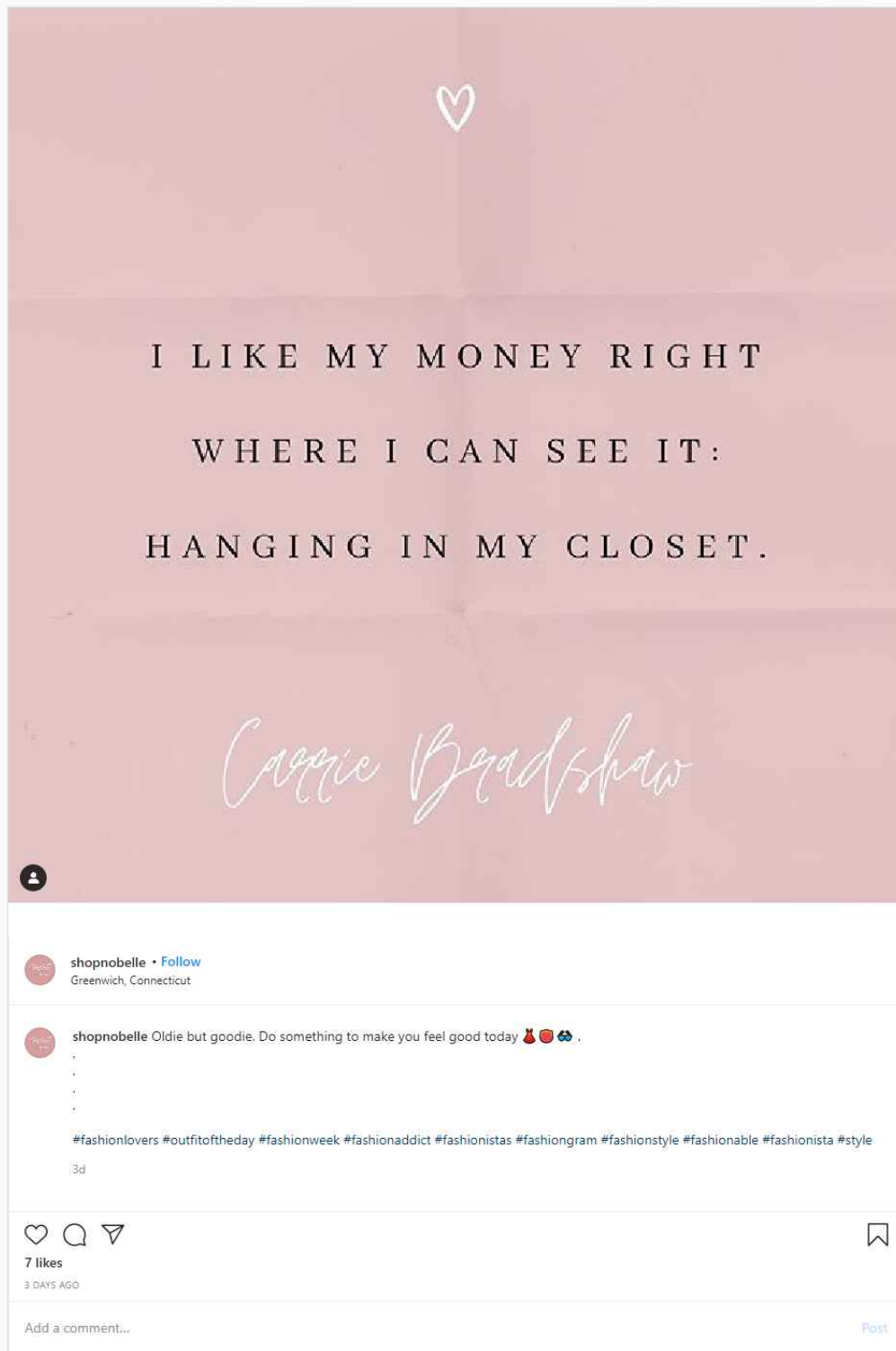






More posts from shopnobile





More posts from shopnobelle

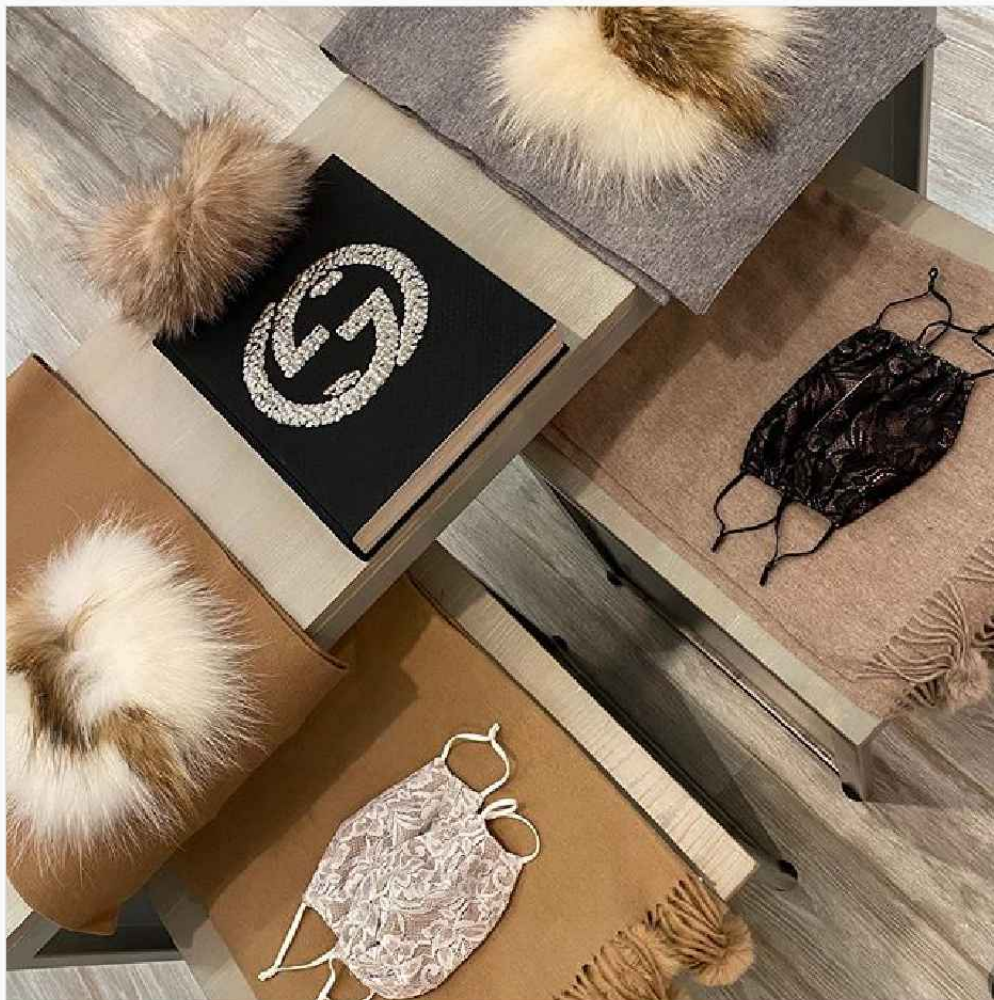





More posts from shopnobelle







 shopnabelle • Follow  
Greenwich, Connecticut

 shopnabelle These days you read, you protect while you stay fashionable 📖👗👉#bookstagram #mask #fashion #greenwich @the\_bms @h\_trailz

1w

 cherie\_glassman Gorgeoys 🍷👗👉

1w 1 like Reply


 cherie\_glassman Need !!!

1w 1 like Reply

— Hide replies

 shopnabelle @cherie\_glassman must!! 🍷👗👉

1w Reply

 stephanie\_goureau I'm so proud #newadventure

1w 1 like Reply

— Hide replies

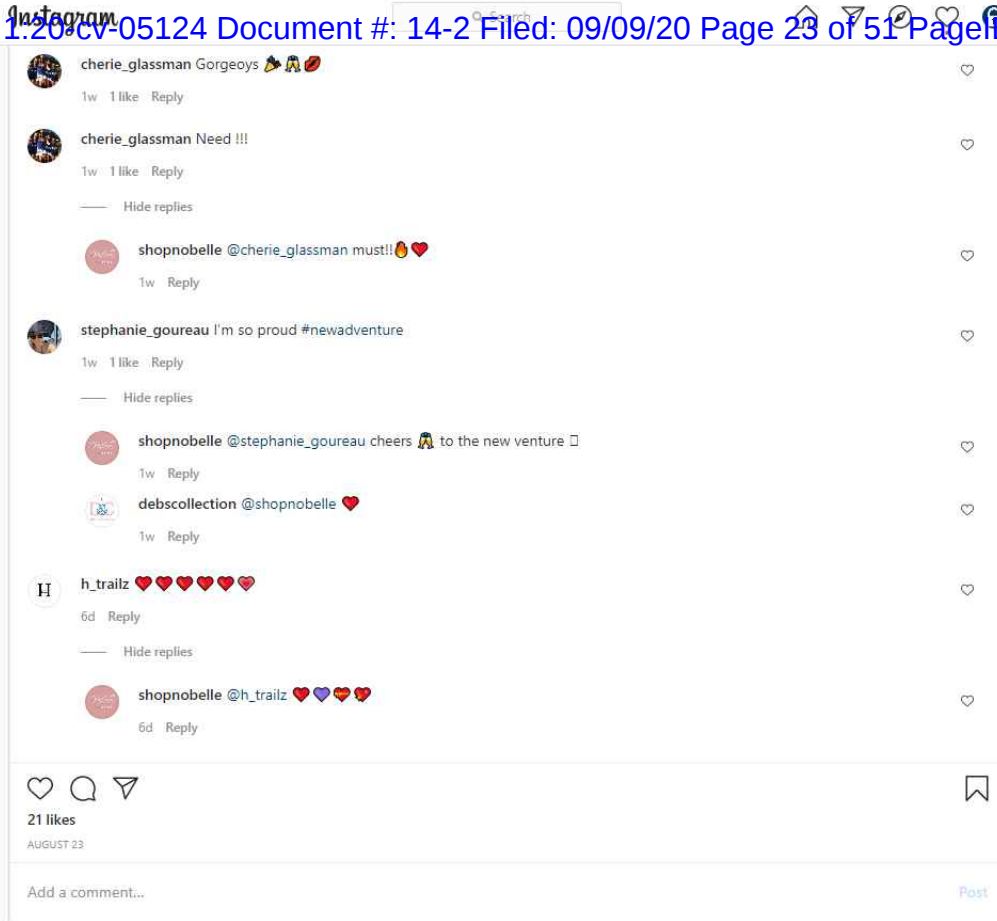
 shopnabelle @stephanie\_goureau cheers 🍷👗👉 to the new venture 📖

1w Reply

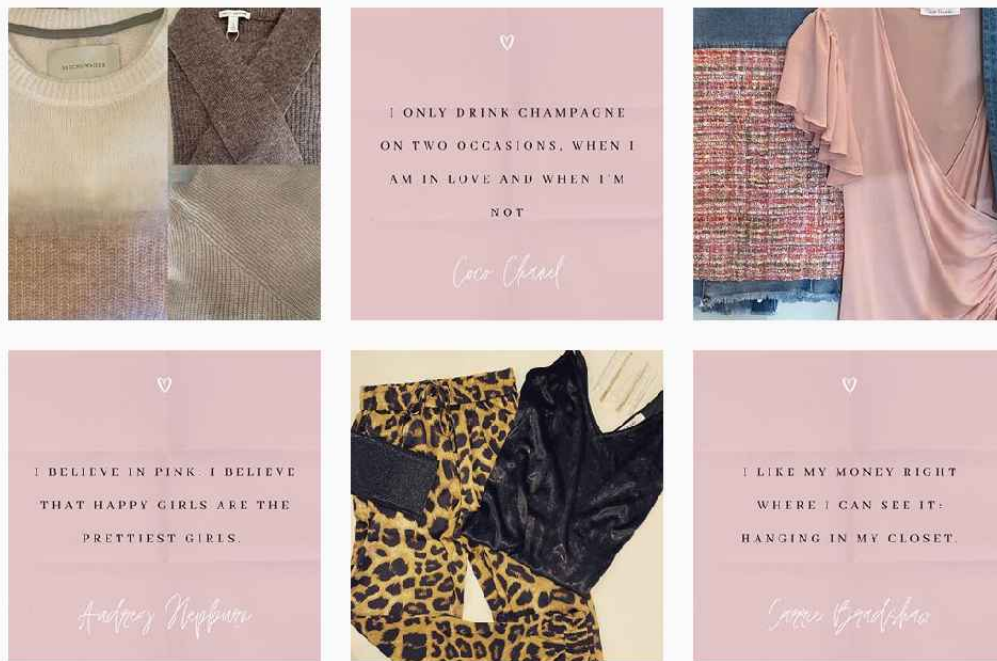
 debcollection @shopnabelle ❤️

1w Reply

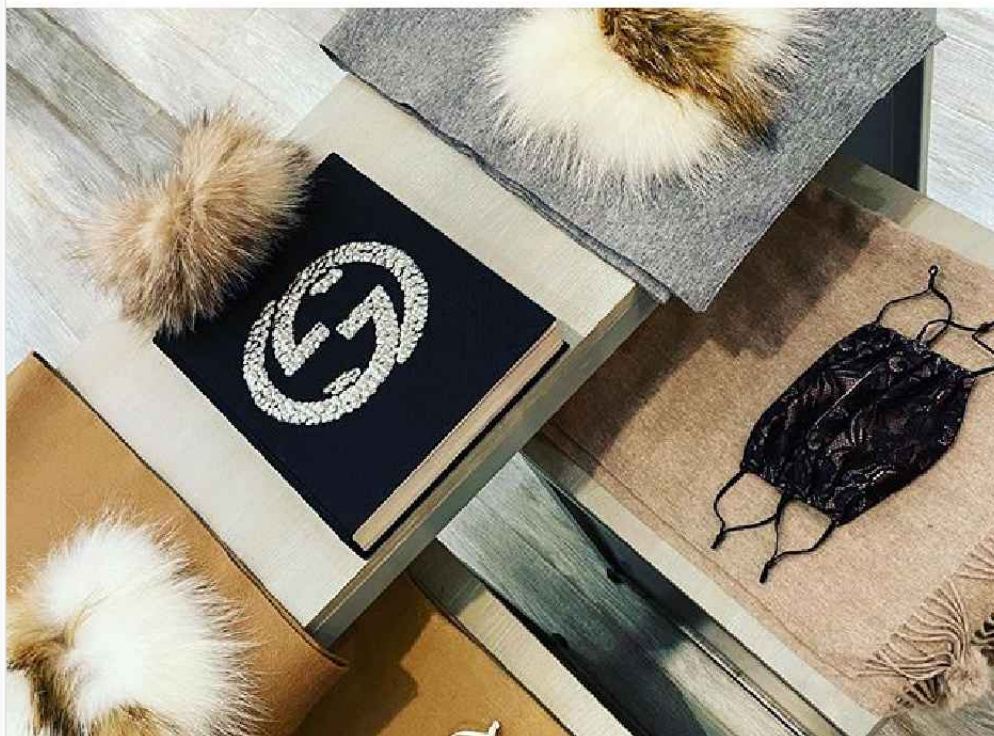
 h\_trailz ❤️❤️❤️❤️❤️



More posts from shopnabelle















**stephanie\_goureau** • Follow  
Greenwich, Connecticut

**stephanie\_goureau** I've always worked hard to keep up with your needs. I've scoured the globe to find what's next, what looks good but most importantly, feels great. I am so proud to introduce my newest #love @shopnobelle. Named after the beautiful and inspiring "Belle Noemi" we embark on this new adventure and invite you to join us. Sara and I can't wait to see you there!

2d

**sarit\_n** Cheers 🥂 to our new adventure!♥

2d Reply

— Hide replies

**stephanie\_goureau** @sarit\_n ❤️ ❤️ ❤️

2d Reply

**monteiroinsta** @sarit\_n congrats 🎉🎉!

2d Reply

**laraffin** 🥳🥳🥳🥳🥳🥳

2d Reply

**pattycweiss** Congratulations! 🥳🥳🥳

2d Reply

**ildiesmiles** ❤️ 🥳 🥳

2d Reply

**josh.gaynor** 🥳🥳🥳🥳🥳🥳

2d Reply

**emma\_bernadette** ❤️ 🥳 🥳 🥳

2d Reply

**nicki.roxx** MY SUPER WOMAN @stephanie\_goureau @sarit\_n ⭐

2d Reply

— Hide replies

**stephanie\_goureau** @nicki.roxx takes one to know one!!!!

2d 2 likes Reply

**sarit\_n** @nicki.roxx SO ARE YOU 🥳🥳

2d Reply

Instagram

stephanie\_goureau @nicki.roxx takes one to know one!!!!  
2d 2 likes Reply

sarit\_n @nicki.roxx SO ARE YOU 🌟🌟  
2d Reply

nicki.roxx @stephanie\_goureau ❤️  
2d Reply

vb\_martinez What an incredible collection!  
2d Reply

jpklim I need this palm print  
2d Reply

debscollection So exciting 🙌❤️  
2d Reply

isabelleorlansky 🍷  
2d 1 like Reply

glicky11 You go girls! Best of luck! 🍀  
1d 1 like Reply

rachellynnchicago Congratulations Ladies! 🎉🎉🎉  
1d 1 like Reply  
— Hide replies

sarit\_n @rachellynnchicago thank you! 🙏❤️ miss you! 🥰  
1d Reply

rachellynnchicago @sarit\_n miss you too! So happy for you all!! ❤️🥰  
1d Reply

mrslizzyks I am in Greenwich let's get dinner lunch anything  
1d Reply  
— Hide replies

stephanie\_goureau @mrslizzyks would love that!  
1d Reply

giulianatalecapri ❤️❤️❤️❤️❤️  
1d Reply

danielavesco 🏆 Congratulations ma belle! 🥳🥳🥳  
1d 1 like Reply

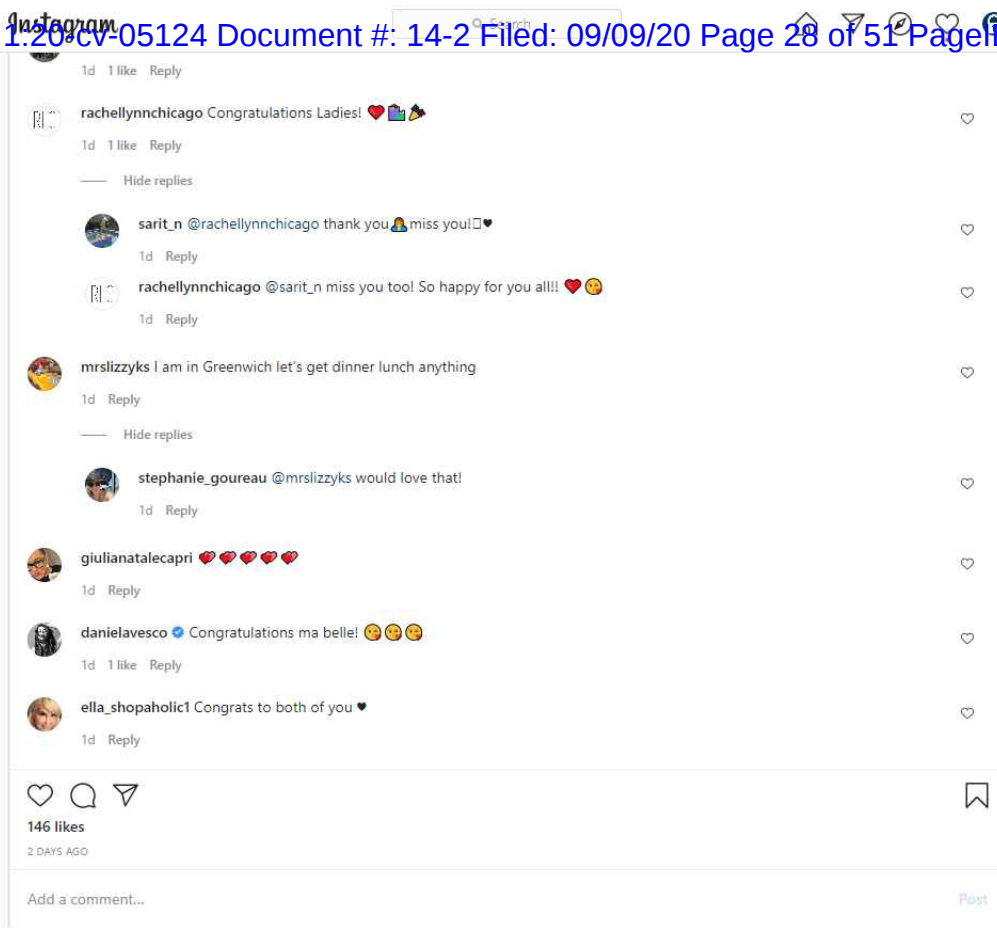
ella\_shopaholic1 Congrats to both of you ❤️  
1d Reply

146 likes  
2 DAYS AGO

Add a comment... Post

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More posts from stephanie\_goureau



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## About Us

### QUALITY STYLES

In fashion, beauty is in the eye of the beholder, but quality should never be a compromise. No matter what you're looking for, we guarantee durability. We are committed to providing you styles that have quality built in and will last through the wear and tear of your day.

### INNOVATIVE DESIGNS

Our goal is to put the "fun" in functional fashion. We know that looking stylish can make your whole day better; that's why we're committed to being your source for the newest trends. We design clothing you love so you can focus on looking great!



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### WE LOVE TO HEAR FROM OUR CUSTOMERS!

Do you have a question or concern? Are you looking for something in our shop? Drop us a line and let us know. We will get back to you as soon as possible with an answer.

### NOBELLE

85 Greenwich Avenue, Greenwich, Connecticut 06830, United States

**SEND**

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1 person likes this



1 person follows this

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Comment



Share



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Women's Clothing Store



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**Nobelle** updated their cover photo.

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Be the first to recommend Nobelle

Do you recommend Nobelle?

Yes No

Ratings and reviews have changed  
Now it's easier to find great businesses with recommendations

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Do you recommend Nobelle?

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#### CONTACT INFO

[m.me/101605881643834](https://m.me/101605881643834) ⓘ

#### MORE INFO

##### About

Sara & Stephanie pool together their 25+ years of Styling and Retail background to bring you a new customer experience.

Women's Clothing Store

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1

Total Likes

1

Total Follows

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Janice Harris Newman

[Invite](#)

Kelsie Walker Newman

[Invite](#)

Alex Newman

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# Exhibit D



nobelle 85 greenwich - Google 5 x

google.com/search?q=nobelle+85+greenwich&rlz=1C1SXXQ\_enUS775US776&oq=&aqs=chrome.0.69i59l8.443248j0j15&sourceid=chrome&ie=UTF-8

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About 70,500 results (0.45 seconds)


shopnobelle.com › contact-us ▾  
**Nobelle - Nobelle**  
**Nobelle**, 85 Greenwich Avenue, **Greenwich**, Connecticut 06830, United States. © Mapbox © OpenStreetMap Improve this map. Copyright © 2020ShopNobelle ...

www.legacy.com › obituaries › greenwichtime › obituary ▾  
**June Gibson 1922 - 2020 - Obituary - Legacy.com**  
 Jun 25, 2020 - June **Noble** Larkin GibsonJune **Noble** Larkin Gibson, of **Greenwich**, CT, ... first woman chairperson of The Juilliard School from **1985** to 1994, ...

www.athletic.net › ... › United States › Connecticut › LL › Greenwich ▾  
**Mari Noble - CT Cross Country Bio - Athletic.net**  
 Mari **Noble** - CT Track & Field results and photos on Athletic.net.

greenwichfreepress.com › news › business › restaurants-merchants-co... ▾  
**Restaurants, Merchants Comment on Closure of Bottom of ...**  
 Jun 21, 2020 - Outdoor dining on **Greenwich** Avenue has been such a draw that on any given night people wait in lines for tables sometimes up to an hour. And, ...  
 Missing: nobelle 85

www.nobelprize.org › prizes › chemistry › 1985 › summary ▾  
**The Nobel Prize in Chemistry 1985 - NobelPrize.org**

 **The Ginger Man** See photos See outside

**Nobelle**

Website Directions Save Call

Women's clothing store in Greenwich, Connecticut

Recently opened

**Address:** 85 Greenwich Ave, Greenwich, CT 06830  
**Hours:** Open · Closes 5PM ▾  
**Phone:** (203) 485-9334

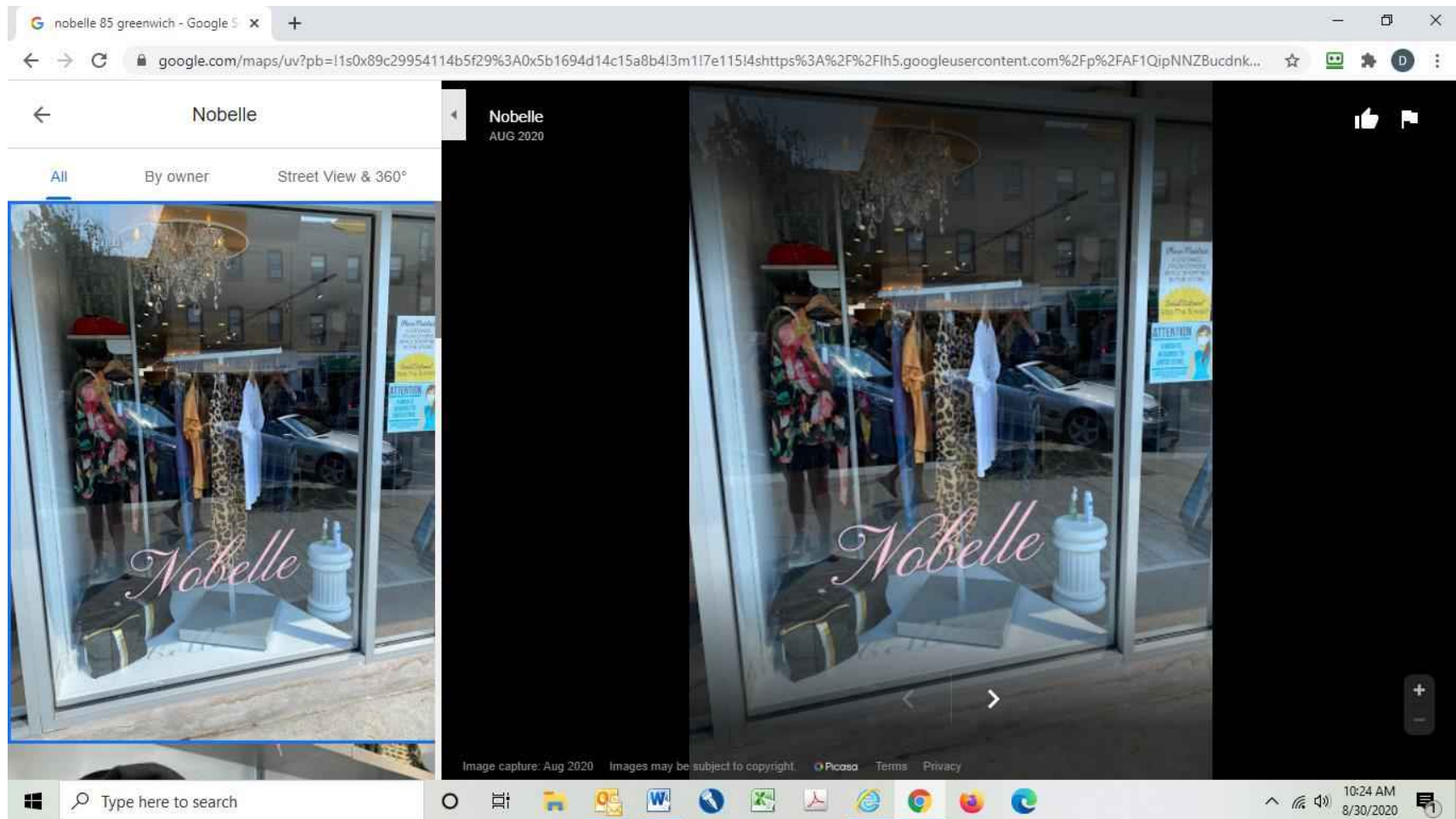
⚠ Hours or services may differ

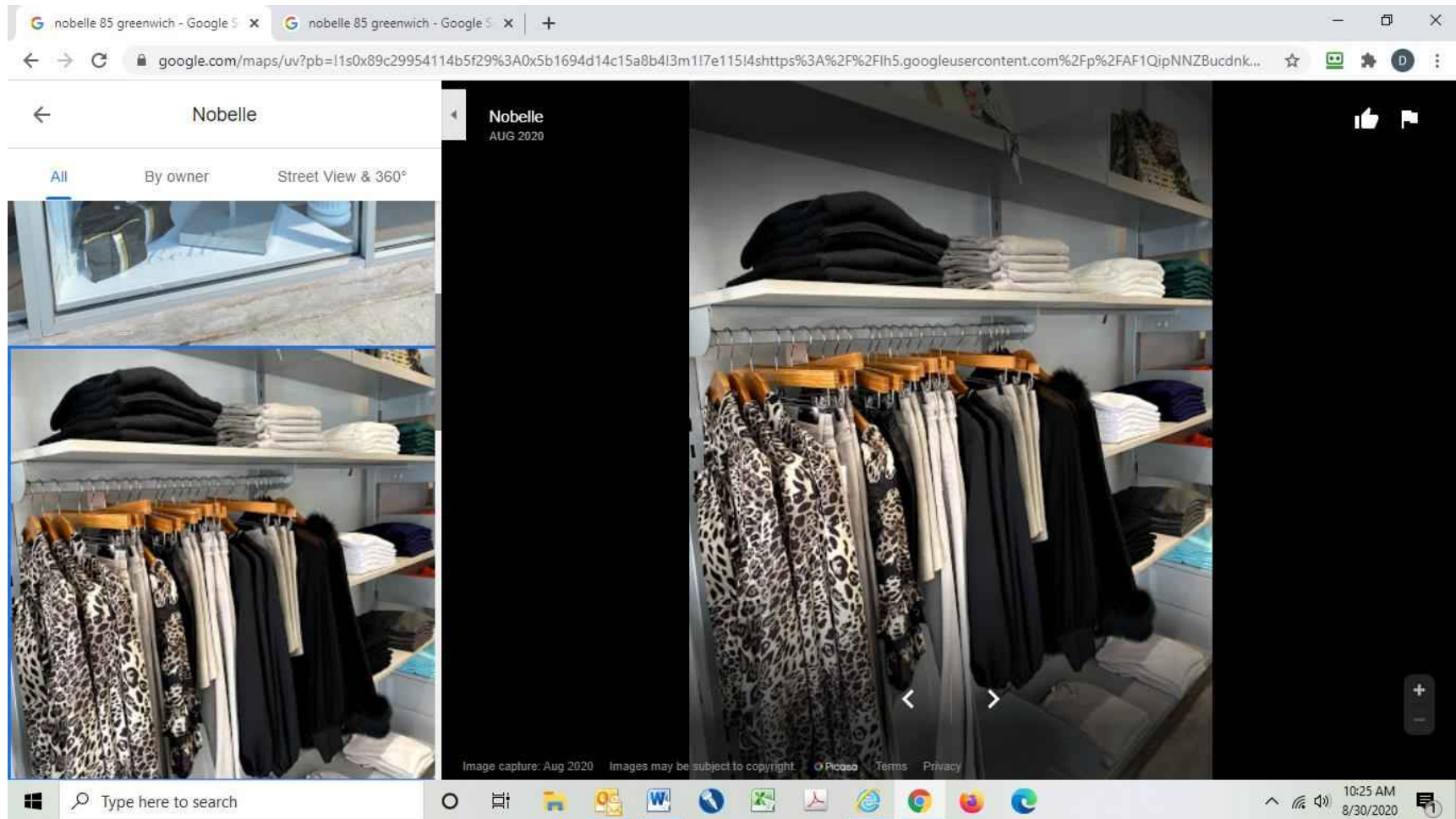
Suggest an edit · Own this business?

Know this place? Share the latest info

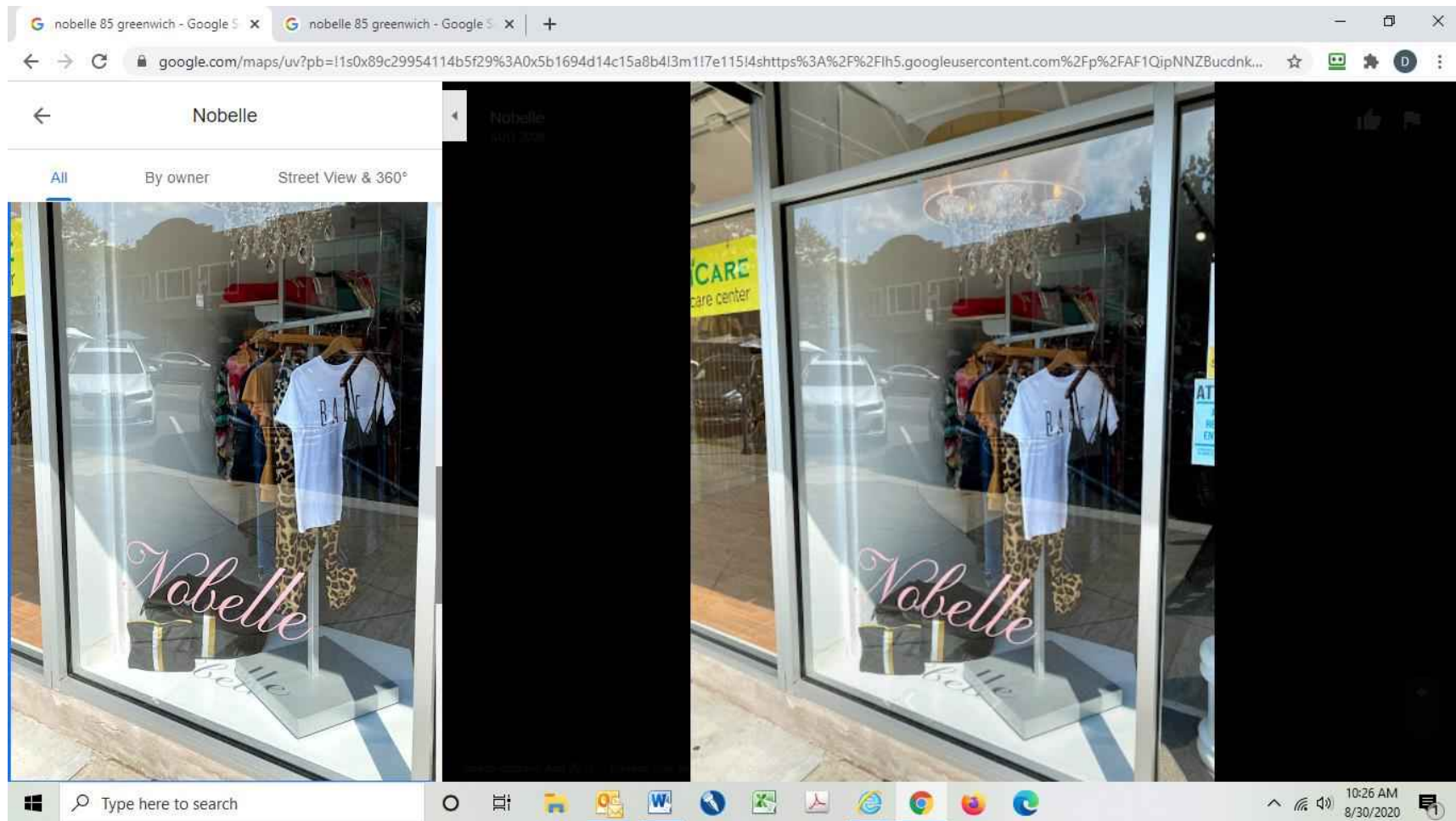
Type here to search

10:24 AM 8/30/2020

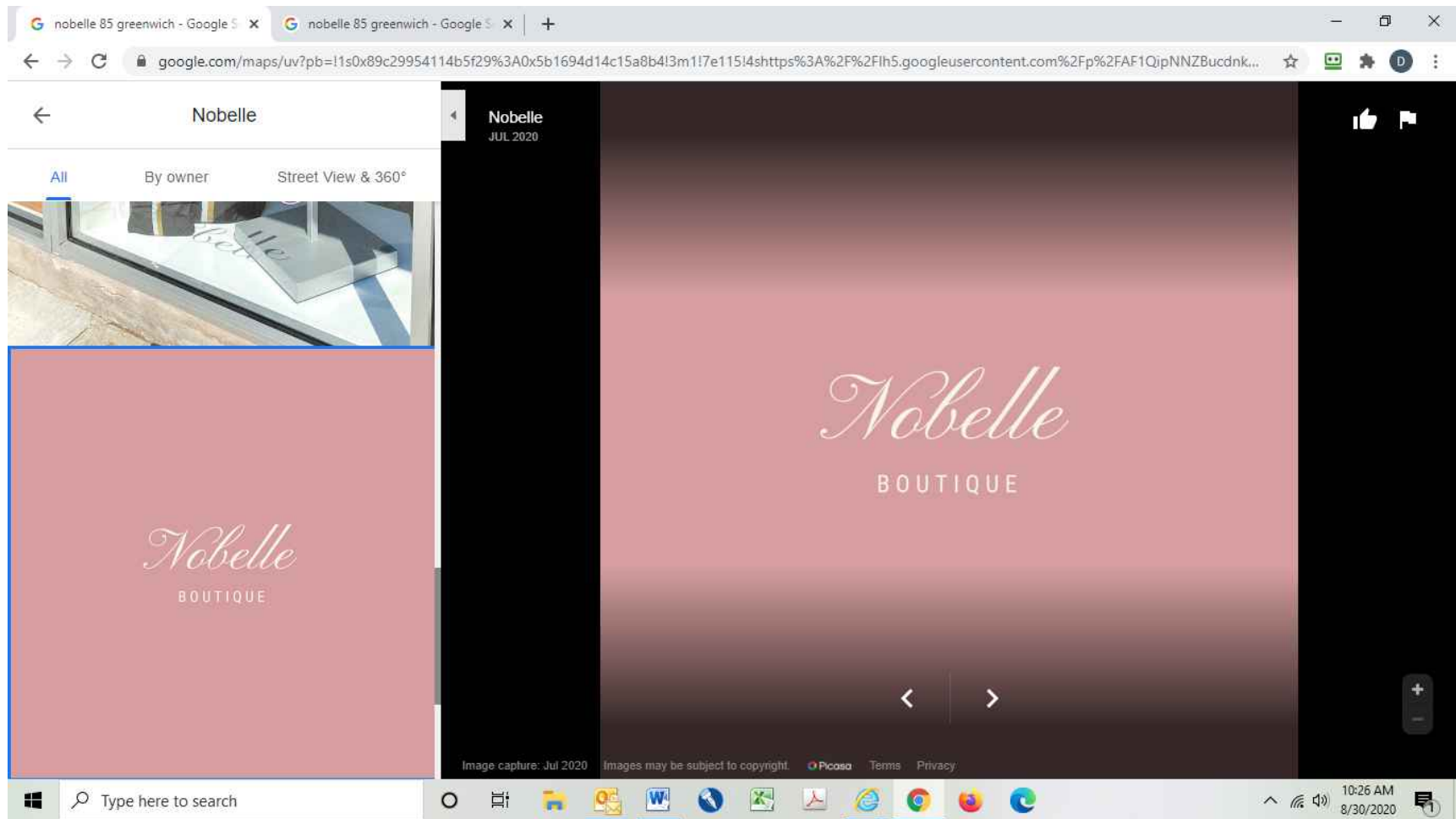














**CERTIFICATE OF SERVICE**

I, Brian E. Farnan, hereby certify that on August 31, 2020, a copy of the Supplemental Declaration of Marcus Lemonis was served via LexisNexis File&Serve on the following:

Sean J. Bellew  
Bellew LLC  
Red Clay Center at Little Falls  
2961 Centerville Road, Suite 302  
Wilmington, Delaware 19808  
sjbellew@bellewllc.com

/s/ Brian E. Farnan

Brian E. Farnan (# 4089)